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\$133,366,000.

The Registrant announced on November 25, 2002, that it successfully completed its offer to purchase for cash up to \$54,800,000 aggregate principal amount of its 7-1/4% Senior Notes due 2006 (the "2006 Notes") and related consent solicitation, which were commenced on October 24, 2002 (the "Tender Offer") and expired on November 22, 2002. Pursuant to the terms of the Tender Offer, the Registrant accepted for purchase \$53,763,000 in aggregate principal amount of the 2006 Notes. See the press release of Registrant dated November 25, 2002 attached as Exhibit 99.1 hereto.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits	Description
99.1	U.S. Industries, Inc. Press Release dated November 25, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

U.S. Industries, Inc.

Date: November 25, 2002

By: /s/ Steven C. Barre

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Name: Steven C. Barre  
Title: Senior Vice President,  
General Counsel and  
Secretary

INDEX TO EXHIBITS

Exhibit Number -----	Description -----
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